

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TANGER FACTORY OUTLET CENTERS, INC.

(Exact name of registrant as specified in its charter)

North Carolina

56-1815473

(State of incorporation or organization)

(IRS Employer Identification No.)

3200 Northline Avenue Suite 360
Greensboro, North Carolina

27408

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which to be so
registered each class is to be registered

Preferred Share Purchase Rights

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description Of Securities To Be Registered.

Item 1 of the registration statement on Form 8-A filed by
Tanger Factory Outlet Centers, Inc. (the "Company") on August 24, 1998 is
amended as follows:

The Company amended its Rights Agreement, dated as of August
20, 1998, between the Company and BankBoston, N.A., as Rights Agent, to amend
certain of the requirements for changing the Rights Agent and to appoint
EquiServe Trust Company, N.A. as a successor Rights Agent. The amendment is
incorporated by reference.

Item 2. Exhibits.

1. Amendment to Rights Agreement, dated as of October 30, 2001
(incorporated by reference to Exhibit 4.3A to the Company's Annual
Report on Form 10-K for the year ended December 31, 2001).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities
Exchange Act of 1934, the registrant has duly caused this registration statement
to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 10, 2002

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Rochelle G. Simpson
Name: Rochelle G. Simpson
Title: Secretary

EXHIBIT LIST

1. Amendment to Rights Agreement, dated as of October 30, 2001 (incorporated by reference to Exhibit 4.3A to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).